

Code of Conduct – Board of Directors

Introduction

Board members are subject to many duties and responsibilities, both under the common law and statute. Scottish Refugee Council's legal structure is that of a company limited by guarantee having charitable status. Board members have principle legal obligations and liabilities both as company directors and charity trustees. These are expressed mainly under the UK Companies Act 2006 and the Charities and Trustee Investment (Scotland) Act 2005 and are regulated by Companies House and the Office of the Scottish Charity Regulator (OSCR) respectively.

The purpose of this Code of Conduct for Board members is to ensure that, in addition to the legal duties and responsibilities they carry, they operate to the best standards of practice. This Code also makes it clear how any potential conflicting interests are to be raised and dealt with.

Board members duties and responsibilities

I _____ hereby affirm that:

- I will act within the terms of the governing document of Scottish Refugee Council and the law, and abide by the policies and procedures of the organisation. This includes having knowledge of the contents of the Memorandum and Articles of Association, the relevant policies and procedures and managing the processes of governance.
- I will act in accordance with the 'Nolan principles' which have been recognised as essential to good conduct in public office. These principles are Selflessness; Integrity, Objectivity; Accountability; Openness; Honesty; and Leadership.
- I will support the objects, vision and mission of Scottish Refugee Council, championing it, using any skills or knowledge I have to further that mission and seeking expert advice where appropriate.
- I will be an active trustee, making my skills, experience and knowledge available to Scottish Refugee Council and seeking to do what additional work I can outside trustee meetings, including sitting on sub-committees.
- I understand that the principles of general charity law impose on me a general duty to exercise such care and skill as is reasonable in the circumstances having particular regard to any special knowledge or experience I have.
- I will provide insight, wisdom and judgement including establishing appetite for risk.
- I will aim to provide novel or creative ideas and contacts to support Scottish Refugee Council.

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- I will promote Scottish Refugee Council to as wide an audience of supporters, donors and beneficiaries as possible.
- I will respect organisational, board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- I will respect majority decisions of the board and will not act individually unless specifically authorised to do so.
- I will assist the Chair as an active member of the trustee board in exercising its responsibilities and functions including the recruitment of and ongoing support of the CEO.
- I will treat colleagues with respect and dignity.
- I will develop and maintain a sound knowledge of Scottish Refugee Council and its environment.
- I will use Scottish Refugee Council's resources responsibly, and when claiming expenses will do so in line with its procedures.
- I will ensure that the income of Scottish Refugee Council is spent solely for the purpose as laid out in its objectives.
- I will be accountable for my actions as a trustee of Scottish Refugee Council and will submit myself to whatever scrutiny is appropriate.
- I accept my duty to ensure that Scottish Refugee Council is well run and economically viable and will raise issues and questions in an appropriate way to ensure that this is the case. This will include agreeing monitoring and tracking organisational vision, mission, strategic plans and objectives and ensuring that these are delivered by the senior management team.

Managing interests

- I will not gain materially or financially from my involvement with Scottish Refugee Council.
- I will act in the best interests of Scottish Refugee Council as a whole. Unless authorised by the board, I will not put myself in a position where my personal or other interests conflict with my duty to act in the interests of the organisation. Where there is a conflict of interest I will ensure that this is managed effectively in line with Scottish Refugee Council policy.
- I understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

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Meeting attendance

- I will attend all relevant board and committee meetings and other appointments for Scottish Refugee Council, or give apologies.
- Whilst in a remote location during a scheduled Scottish Refugee Council board or committee meeting, and time is available for the purpose, I will make best efforts, through use of technology available, to contribute to the meeting.

I will prepare fully for meetings – reading papers, querying anything I don't understand and thinking through issues in good time for meetings.

Governance

- I will actively contribute towards improving the governance of the trustee board, participating in induction and training and sharing ideas for improvement with the board.

Relations with others

- I will work considerately and respectfully with all those I come into contact with at Scottish Refugee Council. I will respect diversity, different roles and boundaries, and shun giving offence.
- I will understand and reflect the views of all stakeholders and will aim to resolve any differing interests as required.
- I recognise that the roles of trustees, volunteers and staff are different, and I will respect the difference between these roles.
- Where I also volunteer with the organisation, in a different capacity from that as board member, I will maintain the separation of my role as a trustee and as a volunteer. I understand that all trustee volunteering is subject to approval by the trustee board.
- I will seek to support and encourage all those I come into contact with at Scottish Refugee Council. In particular, I recognise my responsibility to support the Chair and the senior management team.
- I will safeguard and take reasonable steps to protect the Scottish Refugee Council's beneficiaries, staff, volunteers and those connected with the activities of the charity from harm.

Leaving the board

- I understand that substantial breach of any part of this code may result in procedures being put in motion that may result in my being asked to resign from the trustee board and upon leaving I will resign my membership of the charity.
- Should this happen I will be given the opportunity to be heard. In the event that I am asked to resign from the board I will accept the majority decision of the board in this matter and resign at the earliest opportunity.
- If I wish to cease being a trustee of Scottish Refugee Council at any time, I will inform the Chair in advance in writing, stating my reasons for leaving.

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Board members Declaration

I declare that:

- I am over 18;
- I am not an undischarged bankrupt;
- I have not previously been removed from a charity trusteeship or involvement in the management or control of a charity by the Scottish Charities Office, a Court or the Charity Commissioners of England and Wales;
- I am not under a disqualification order under the Company Directors' Disqualification Act 1986;
- I am, in the light of the above, not disqualified by Charities and Trustee Investment (Scotland) Act 2005 from acting as a charity trustee or from being involved in the management or control of a charity;
- I undertake to fulfil my responsibilities and duties as a board member of Scottish Refugee Council in good faith and in accordance with the law and within Scottish Refugee Council's objectives / mission and within the terms of the "role description" for board members.
- I do not have any financial interests in conflict with those of Scottish Refugee Council; (either in person or through family or business connections) except those that I have formally notified in a conflict of interest statement. I will specifically notify any such interest at any meeting where board members are required to make a decision that affects my personal interests, and I will absent myself entirely from any decision on the matter and not vote on it.

Signed: _____ Date: _____
(Name of Board Member)

Print Name: _____